



U.S. Department of Justice

Washington, D.C. 20530

August 24, 2021

The Honorable Emory A. Rounds, III
Director
Office of Government Ethics
Suite 500
1201 New York Avenue, NW
Washington, DC 20005-3919

Dear Mr. Rounds:

In accordance with the provisions of Title I of the Ethics in Government Act of 1978 as amended, I am forwarding the financial disclosure report of Jonathan Kanter. President Biden has nominated Mr. Kanter to serve as Assistant Attorney General, Antitrust Division, U.S. Department of Justice. We have conducted a thorough review of the nominee's report and have counseled him on the government ethics rules. The purpose of this letter is to describe the steps that Mr. Kanter will take to avoid any actual or apparent conflict of interest in the event that he is confirmed for the aforementioned position. Mr. Kanter understands that it is his responsibility to understand and comply with commitments outlined in this agreement.

Although it is not possible to provide for all of the specific circumstances which might give rise to a financial conflict of interest because the work of the Assistant Attorney General, Antitrust Division, U.S. Department Justice, involves a wide variety of matters involving specific parties, and it is not possible to predict where conflicts will arise until specific parties are identified, we have counseled Mr. Kanter on the applicable conflict of interest laws and regulations and, in particular, on the application of the criminal conflicts of interest law at 18 U.S.C. § 208.

SECTION 1 – GENERAL COMMITMENTS

As required by the criminal conflicts of interest law at 18 U.S.C. § 208(a), Mr. Kanter will not participate personally and substantially in any particular matter in which he knows that he has a financial interest directly and predictably affected by the matter, or in which he knows that a person whose interests are imputed to him has a financial interest directly and predictably affected by the particular matter, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). He understands that the interests of the following persons are imputed to him:

- His spouse or any minor child of his;
- Any general partner of a partnership in which he is a limited or general partner;
- Any organization in which he serves as officer, director, trustee, general partner or

- employee; and
- Any person or organization with which he is negotiating or has an arrangement concerning prospective employment.

In determining whether a particular matter has a direct and predictable effect on his financial interests or on those of any other person whose interests are imputed to him, Mr. Kanter will consult with Department of Justice ethics officials. As stated in the attachment to this ethics agreement, Mr. Kanter understands and agrees to comply with the conflict of interest laws and regulations, and to follow the procedures set forth in this agreement.

If Mr. Kanter has a managed account or otherwise uses the services of an investment professional during his appointment, he will ensure that the account manager or investment professional obtains his prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the regulatory exemption for diversified mutual funds and unit investment trusts at 5 C.F.R. § 2640.201(a), or obligations of the United States.

Mr. Kanter will receive a live ethics briefing from Department ethics officials after his confirmation but not later than 15 days after his appointment pursuant to the ethics program regulation at 5 C.F.R. § 2638.305. Within 90 days of his confirmation, Mr. Kanter will submit his Certification of Ethics Agreement Compliance to Department ethics officials, which documents his compliance with this ethics agreement.

Mr. Kanter understands that as an appointee he will be required to sign the Ethics Pledge (Exec. Order No. 13989) and that he will be bound by it. Among other obligations, he will be required to recuse from particular matters involving specific parties involving his former employer or former clients for a period of two years after he is appointed, with the exception of Federal, state, and local governments.

Mr. Kanter will not modify this ethics agreement without my approval and the approval of the U.S. Office of Government Ethics pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4).

SECTION 2 – LAW FIRM

Mr. Kanter is the sole equity partner of his law firm, which does business as The Kanter Law Group. Upon confirmation, his law firm will cease engaging in any business, including the representation of clients. During his appointment to the position of Assistant Attorney General, the law firm will remain dormant and will not advertise. He will not perform any services for the firm, except that he will comply with any requirements involving legal filings, taxes and fees that are necessary to maintain the law firm while it is in an inactive status. As Assistant Attorney General, he will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on the financial interests of The Kanter Law Group. All amounts owed to him by any of his clients will be fixed before he assumes the duties of the position, and he will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on the ability or willingness of any of these clients to pay these amounts. In addition, pursuant to the impartiality regulation at 5 C.F.R.

§ 2635.502, he will not participate personally and substantially in any particular matter involving specific parties in which he knows a former client of his is a party or represents a party for a period of one year after he last provided service to that client, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 3 – FORMER EMPLOYER

Mr. Kanter resigned from his position with Paul, Weiss, Rifkind, Wharton and Garrison, LLP in September 2020. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after his resignation, he will not participate personally and substantially in any particular matter involving specific parties in which he knows Paul, Weiss, Rifkind, Wharton and Garrison, LLP, is a party or represents a party, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). In addition, pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, he will not participate personally and substantially in any particular matter involving specific parties in which he knows a former client of his is a party or represents a party for a period of one year after he last provided service to that client, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 3 – DIVESTITURES

Mr. Kanter will divest his interest in the following funds as soon as practicable but not later than 90 days after his confirmation:

- iShares Global Healthcare ETF
- iShares Mortgage Real Estate Capped ETF
- iShares MSCI United Kingdom ETF

Until he has completed these divestiture, he will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on the financial interests of any holding of the funds that is in the specific sector in which the funds concentrate, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). He has verified that he will be able to carry out the divestitures within the timeframe described above.

Mr. Kanter is also invested in the Oak Hill Capital Partners V LP and PW Kohlberg IX Investment LP funds. As soon as practicable but not later than 90 days after his confirmation, he will divest his interests in Oak Hill Capital Partners V LP and PW Kohlberg IX Investment LP and will no longer have any capital commitments to the funds. With regard to each of these funds, he will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on the financial interests of the fund or its underlying holdings until he has divested it, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). He has verified that he will be able to carry out the divestitures within the timeframe described above.

He understands that he may be eligible to request a Certificate of Divestiture for qualifying

assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether he receives a Certificate of Divestiture, he will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets. He understands that he must timely submit his request for a Certificate of Divestiture to allow for adequate time for OGE to process the Certificate of Divestiture, and in order to divest assets within the agreed upon timeframe.

He (including his spouse and dependent children if applicable) will not repurchase any asset he was required to divest without consulting with his agency ethics official and the U.S. Office of Government Ethics.

SECTION 4 – EXEMPTIONS


If Mr. Kanter relies on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of his financial interests in securities, he will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, he will not participate personally and substantially in the particular matter that to his knowledge has a direct and predictable effect on the interests, unless he first obtains a written waiver pursuant to 18 U.S.C. § 208(b)(1).

SECTION 5 – PUBLIC POSTING

Mr. Kanter has been advised that this ethics agreement and the Certification of Ethics Agreement Compliance will be posted publicly, consistent with the public information law at 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Based on the above agreements and counseling, I am satisfied that the enclosed report presents no conflicts of interest under applicable laws and regulations and that you may so certify to the Senate Judiciary Committee.

Sincerely,

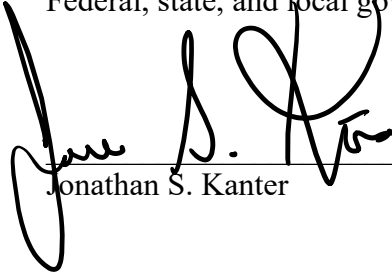
Lee Lofthus  Date: 2021.08.24
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Lee J. Lofthus
Assistant Attorney General
for Administration and
Designated Agency Ethics Official

Enclosure

NOMINEE STATEMENT

I have read the Ethics Agreement signed by Lee J. Lofthus, Assistant Attorney General for Administration and Designated Agency Ethics Official on August 24, 2021, and I agree to comply with the commitments outlined in this agreement. In addition, in the event that an actual or potential conflict of interest arises during my appointment, I will consult with the Department ethics officials and take the measures necessary to resolve the conflict, such as recusal from the particular matter or divestiture of an asset. I will not modify this ethics agreement without your approval and the approval of the U.S. Office of Government Ethics pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4). Finally, I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order No. 13989) and that I will be bound by it. Among other obligations, I will be required to recuse from particular matters involving specific parties involving my former employer or former clients for a period of two years after I am appointed, with the exception of Federal, state, and local governments.



Jonathan S. Kanter

Date: **August 24, 2021**